

CORPORATIONS ACT 2001
A Company Limited by Shares

THE CONSTITUTION

OF

RAW MOBILITY PTY LTD
ACN 140 679 269

L. & L. CORPORATE SERVICES PTY LTD
(ACN 004 489 141)
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Certificate of Registration of a Company

This is to certify that

RAW MOBILITY PTY LTD

Australian Company Number 140 679 269

is a registered company under the Corporations Act 2001 and
is taken to be registered in Victoria.

The company **is limited by shares.**

The company is a **proprietary** company.

The day of commencement of registration is
the twentieth day of November 2009.

Issued by the
Australian Securities and Investments Commission
on this twentieth day of November, 2009.



Anthony Michael D'Aloisio
Chairman



CERTIFICATE

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CORPORATIONS ACT 2001
A PROPRIETARY COMPANY LIMITED BY SHARES
CONSTITUTION OF
RAW MOBILITY PTY LTD ACN 140 679 269

1. Name

The name of the Company is Raw Mobility Pty Ltd ACN 140 679 269.

2. Type of Company

- (1) The Company is a proprietary company limited by shares.
Accordingly, a member need not contribute more than the amount (if any) unpaid on the shares in respect of which the member is liable as a present or past member.
- (2) The company must have no more than 50 non-employee shareholders.
- (3) In applying Rule 2(2):
 - (i) count joint holders of a particular parcel of shares as one person; and
 - (ii) an employee shareholder is:
 - (A) a shareholder who is an employee of the Company or of a subsidiary of the Company; or
 - (B) a shareholder who was an employee of the Company, or of a subsidiary of the Company, when he became a shareholder.
- (4) The Right to transfer shares is restricted under this Constitution.
- (5) The Company must not engage in any activity that would require the lodgement with the ASIC of a prospectus under Part 7.12 of the Law, except for an offer of its shares to:
 - (i) existing shareholders of the Company; or
 - (ii) employees of the Company or of a subsidiary of the Company.

3. Legal capacity and powers of the Company

- (1) The Company has the legal capacity and powers of an individual both in and outside the jurisdiction of incorporation. The Company also has all the powers of a body corporate, including the power to:
 - (i) issue and cancel shares in the Company;
 - (ii) issue debentures;
 - (iii) grant option over unissued shares in the Company;
 - (iv) distribute any of the Company's property among the members, in kind or otherwise;
 - (v) give security by charging uncalled capital;
 - (vi) grant a floating charge over the Company's property;
 - (vii) arrange for the Company to be registered or recognised as a body corporate in any place outside this jurisdiction; and
 - (viii) do anything that it is authorised to do by any other law (including a law of a foreign country).
- (2) The Company's legal capacity to do something is not affected by the fact that the Company's interests are not, or would not be, served by doing it.

4. Par value

The shares of the Company have no par value.

5. Issue of shares

- (1) Shares in the Company may be issued by the directors in accordance with the Law and any share so issued may be issued with such special rights or restrictions as the directors, subject to any resolution, determine but without prejudice to any special rights or restrictions conferred as the holder's of existing shares.
- (2) As at the date of this Constitution, the capital of the Company shall be divided into the following classes:
 - (i) Ordinary Shares
 - (ii) "A" class ordinary shares;
 - (iii) "B" class ordinary shares;
 - (iv) "C" class ordinary shares;
 - (v) "D" class ordinary shares;
 - (vi) "E" class ordinary shares;
 - (vii) unclassified ordinary shares which shall remain unidentified until otherwise determined in accordance with the Law.

6. Varying and Cancelling Class Rights

- (1) The right to vary or cancel the rights attached to shares in a class of shares in the Company may be varied or cancelled only by a special resolution of the Company and:
 - by special resolution passed at a meeting of the class of members holding shares in the class; or
 - with the written consent of members with at least 75% of the votes in the class.
- (2) If the shares in a class of shares in the Company are divided into further classes, and after the division the rights attached to all of those shares are not the same:
 - (i) the division is taken to vary the rights attached to every share that was in the class existing before the division; and
 - (ii) members who hold shares to which the same rights are attached after the division form a separate class.
- (3) If the rights attached to some of the shares in a class of shares in the Company are varied:
 - (i) the variation is taken to vary the rights attached to every other share that was in the class existing before the variation; and
 - (ii) members who hold shares to which the same rights are attached after the variation form a separate class.
- (4) If the Company having one class of shares issues new shares, the issue is taken to vary the rights attached to shares already issued if:
 - (i) the rights attaching to the new shares are not the same as the rights attached to shares already issued; and
 - (ii) those rights are not provided for in a notice, document or resolution that is lodged with the ASIC.

- (5) If the Company issues new preference shares that rank equally with existing preference shares, the issue is taken to vary the rights attached to the existing preference shares unless the issue is authorised by the terms of issue of the existing preference shares.

7. Conversion of shares

- (1) The Company may:
- (i) convert an ordinary share into a preference share; and
 - (ii) convert a preference share into an ordinary share.
- (2) The Company can convert ordinary shares into preference shares only if the holders' rights with respect to the following matters have been approved by special resolution of the Company:
- (i) repayment of capital
 - (ii) participation in surplus assets and profits
 - (iii) cumulative and non-cumulative dividends
 - (iv) voting
 - (v) priority of payment of capital and dividends in relation to other shares or classes or preference shares.

- (3) A share that is not a redeemable preference share when issued cannot afterwards be converted into a redeemable preference share.

8. Resolution to convert shares into larger or smaller number

- (1) By a resolution of members the Company may:
- (i) consolidate and divide all or any of its share capital into shares of larger nominal value than its existing shares; or
 - (ii) subdivide all or any of its shares into shares of smaller nominal value.
- A subdivision must not alter the proportion between the amount paid and the amount (if any) unpaid on the shares concerned.
- (2) The conversion takes effect on:
- (i) the day the resolution is passed; or
 - (ii) a later date specified in the resolution.

9. Bearer shares and stock must not be issued

The Company does not have the power to:

- (1) issue bearer shares; or
- (2) issue stock or convert shares into stock.

10. Procedure at meetings

The provisions of these Rules relating to general meetings apply so far as they are able to be applied to every separate meeting except that:

- (1) a quorum is constituted by one person who holds or represents by proxy one-third of the issued shares of the class, and
- (2) any holder of shares of the class, present in person or by proxy, may demand a poll.

11. Commission or Brokerage

- (1) The Company may exercise the power to make payments by way of brokerage or commission conferred by the Law in the manner provided by the Law.
- (2) Payments by way of brokerage or commission may be satisfied by the payment of cash, by the allotment of fully or partly paid shares or partly by the payment of cash and partly by the allotment of fully or partly paid shares.

12. Non Recognition of Trusts

- (1) Except as required by law, the Company shall not recognise a person as holding a share upon any trust.
- (2) The Company is not bound by or compelled in any way to recognise (whether or not it has notice of the interest or rights concerned) any equitable, contingent, future or partial interest in any share or unit of a share or (except as otherwise provided by these rules or by law) any other right in respect of a share except an absolute right of ownership in the registered holder.

13. Member's entitlement to share certificate

- (1) A person whose name is entered as a member in the register of members is entitled without payment to receive a certificate in respect of the share under the seal of the Company in accordance with the Law but, in respect of a share or shares held jointly by several persons, the Company is not bound to issue more than one certificate.
- (2) Delivery of a certificate for a share to one of several joint holders is sufficient delivery to all such holders.

14. Lien

- (1) The Company has a first and paramount lien on every share (not being a fully paid share) for all money (whether presently payable or not) called or payable at a fixed time in respect of that share.
- (2) The Company also has a first and paramount lien on all shares (other than fully paid shares) registered in the name of a sole holder for sole money presently payable by him or his estate to the Company.
- (3) The directors may at any time exempt a share wholly or in part from the provisions of this regulation.
- (4) The Company's lien (if any) on a share extends to all dividends payable in respect of the share.

15. Company's sale of shares

- (1) Subject to Rule 15(2), the Company may sell, in such manner as the directors think fit, any shares on which the Company has a lien.
- (2) A share on which the Company has a lien shall not be sold unless:
 - (i) a sum in respect of which the lien exists is presently payable; and
 - (ii) the Company has, not less than 14 days before the date of the sale, given to the registered holder for the time being of the share or the person entitled to the share because of the death or bankruptcy of the registered holder, a notice in writing setting out, and demanding payment of such part of the amount in respect of which the lien exists as is presently payable.

16. Authority to sell shares

- (1) For the purpose of giving effect to a sale mentioned in Rule 15, the directors may authorise a person to transfer the shares sold to the purchaser of the shares.
- (2) The Company shall register the purchaser as the holder of the shares comprised in any such transfer and he is not bound to see to the application of the purchase money.
- (3) The title of the purchaser to the shares is not affected by any irregularity or invalidity in connection with the sale.

17. Proceeds of share sale

The proceeds of a sale mentioned in Rule 15 shall be applied by the Company in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue (if any) shall (subject to any like lien for sums not presently payable that existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

18. Calls on shares

- (1) The directors may make calls upon the members in respect of any money unpaid on the shares of the members (whether on account of the nominal value of the shares or by way of premium) and not by the terms of issue of those shares made payable at fixed times, except that no call shall exceed one-quarter of the sum of nominal values of the shares or be payable earlier than one month from the date fixed for the payment of the last preceding call.
- (2) Each member shall, upon receiving at least 14 days' notice specifying the time or times and place of payment, pay to the Company at the time or times and place so specified the amount called on his shares.
- (3) The directors may revoke or postpone a call.

19. Time of call

A call shall be deemed to have been made at the time when the resolution of the directors authorising the call was passed and may be required to be paid by instalments.

20. Liability of joint holders

The joint holders of a share are jointly and severally liable to pay all calls in respect of the share.

21. Interest on overdue calls

If a sum called in respect of a share is not paid before or on the day appointed for payment of the sum, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment of the sum to the time of actual payment at such rate not exceeding 8% per annum as the directors determine, but the directors may waive payment of that interest wholly or in part.

22. Amounts payable in respect of share issue

Any sum that, by the terms of issue of a share, becomes payable on allotment or at a fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these rules be deemed to be a call duly made and payable on the date on which by the terms of issue the sum becomes payable, and, in case of non-payment, all the relevant provisions of these rules as to payment of interest and expenses, forfeiture or otherwise apply as if the sum had become payable by virtue of a call duly made and notified.

23. Directors' discretion in relation to calls

The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.

24. Payments in advance of call

- (1) The directors may accept from a member the whole or a part of the amount unpaid on a share although no part of that amount has been called up.
- (2) The directors may authorise payment by the Company of interest upon the whole or any part of an amount so accepted, until the amount becomes payable, at such rate, not exceeding the prescribed rate, as is agreed upon between the directors and the member paying the sum.
- (3) For the purposes of Rule 24(2), the prescribed rate of interest is:
 - (i) if the Company has, by resolution, fixed a rate - the rate so fixed; and
 - (ii) in any other case - 8% per annum.

25. Transfer of shares

- (1) A person transferring shares remains the holder of the shares until the transfer is registered and the name of the person to whom they are being transferred is entered in the register of members in respect of the shares.
- (2) The directors are not required to register a transfer of shares in the company unless:
 - (i) the transfer and any share certificate have been lodged at the company's registered office; and
 - (ii) any fee payable on registration of the transfer has been paid; and
 - (iii) the directors have been given any further information they reasonably require to establish the right of the person transferring the shares to make the transfer.
- (3) The directors may refuse to register a transfer of shares in the company if:
 - (i) the shares are not fully paid; or
 - (ii) the company has a lien on the shares.

26. Registration of transfer

The instrument of transfer must be left for registration at the registered office of the Company, together with such fee (if any) not exceeding \$1.00 as the directors require, accompanied by the certificate of the shares to which it relates and such other information as the directors properly require to show the right of the transferor to make the transfer, and thereupon the Company shall, subject to the powers vested in the directors by these rules, register the transferee as a shareholder.

27. Director's right to refuse to transfer

The directors of the Company may refuse to register a transfer of shares in the company for any reason.

28. Suspension of registration of transfer

The directors may suspend registration of transfers of shares in the company at the times and for the periods they determine. The periods of suspension must not exceed 30 days in any one calendar year.

29. Transmission of Shares

- (1) If a shareholder who does not own shares jointly dies, the Company will recognise only the personal representative of the deceased shareholder as being entitled to the deceased shareholder's interest in the shares.

- (2) If the personal representative gives the directors the information they reasonably require to establish the representative's entitlement to be registered as holder of the shares:
 - (i) the personal representative may:
 - (A) by giving a written and signed notice to the Company, elect to be registered as the holder of the shares; or
 - (B) by giving a completed transfer form to the Company; transfer the shares to another person; and
 - (ii) the personal representative is entitled, whether or not registered as the holder of the shares, to the same rights as the deceased shareholder.
- (3) On receiving an election under Rule 29(2)(i)(A), the Company must register the personal representative as the holder of the shares.
- (4) A transfer under Rule 29(2)(i)(A) is subject to the same rules (for example, about entitlement to transfer and registration of transfers) as apply to transfers generally.
- (5) If a shareholder who owns shares jointly dies, the Company will recognise only the survivor as being entitled to the deceased shareholder's interest in the shares. The estate of the deceased shareholder is not released from any liability in respect of the shares.

30. Bankrupt shareholder

- (1) If a person entitled to shares because of the bankruptcy of a shareholder gives the directors the information they reasonably require to establish the person's entitlement to be registered as holder of the shares, the person may:
 - (i) by giving a written and signed notice to the Company, elect to be registered as the holder of the shares; or
 - (ii) by giving a completed transfer form to the Company, transfer the shares to another person.
- (2) On receiving an election under Rule 30(1)(i), the Company must register the person as holder of the shares.
- (3) A transfer under Rule 30(1)(ii) is subject to the same rules (for example, about entitlement to transfer and registration of transfers) as apply to transfers generally.
- (4) This rule has effect subject to the Bankruptcy Act 1966.

31. Rights of trustee of bankrupt or deceased

- (1) Where the registered holder of a share dies or becomes bankrupt, his personal representative or the trustee of his estate, as the case may be, is, upon the production of such information as is properly required by the directors, entitled to the same dividends and other advantages, and to the same rights (whether in relation to meetings of the Company, or to voting or otherwise), as the registered holder would have been entitled to if he had not died or become bankrupt.
- (2) Where two or more persons are jointly entitled to any share in consequence of the death of the registered holder, they shall, for the purpose of these regulations, be deemed to be joint holders of the share.

32. Notice where call is unpaid

- (1) If a member fails to pay a call or instalment of a call on the day appointed for payment of the call or instalment, the directors may, at any time thereafter

during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest that has accrued.

- (2) The notice shall name a further day (not earlier than the expiration of 14 days from the date of service of the notice) on or before which the payment required by the notice is to be made and shall state that, if there is no payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.

33. Forfeiture of shares where call is unpaid

- (1) If the requirements of a notice served under Rule 32 are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.
- (2) Such a forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

34. Disposal of forfeited share

A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and, at any time before a sale or disposition, the forfeiture may be cancelled on such terms as the directors think fit.

35. Liability in respect of unpaid or partially paid shares

A person whose shares have been forfeited ceases to be a member in respect of the forfeited shares, but remains liable to pay to the Company all money that, at the date of forfeiture, was payable to him to the Company in respect of the shares (including interest at the rate of 8% per annum from the date of forfeiture on the money for the time being unpaid if the directors think fit to enforce payment of the interest), but his liability ceases if and when the Company receives payment in full of all the money (including interest) so payable in respect of the shares.

36. Evidence

A statement in writing declaring that the person making the statement is a director or a secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the statement, is *prima facie* evidence of the facts stated in the statement as against all persons claiming to be entitled to the share.

37. Transfer of forfeited share

- (1) The Company may receive the consideration (if any) given for a forfeited share on any sale or disposition of the share and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
- (2) Upon the execution of the transfer, the transferee shall be registered as the holder of the share and is not bound to see to the application of any money paid as consideration.
- (3) The title of the transferee to the share is not affected by any irregularity or invalidity in connection with the forfeiture, sale or disposal of the share.

38. Application to any sum payable in respect of share issue

The provisions of these rules as to forfeiture apply in the case of non-payment of any sum that, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if that sum had been payable by virtue of a call duly made and notified.

39. Pre-emption for existing shareholders on issue of shares in proprietary company

- (1) Before issuing shares of a particular class, the directors of the Company must offer them to the existing holders of shares of that class. As far as practicable, the number of shares offered to each shareholder must be in proportion to the number of shares of that class that they already hold.
- (2) To make the offer, the directors must give the shareholders a statement setting out the terms of the offer, including:
 - (i) the number of shares offered; and
 - (ii) the period for which it will remain open.
- (3) The directors may issue any shares not taken up under 39(1) as they see fit.
- (4) The Company may by a resolution of members authorise the directors to make a particular issue of shares without complying with Rule 39(1).

40. Alteration of Capital

The Company may by special resolution or such other resolution as is permitted by the Law:

- (1) increase its authorised share capital by the creation of new shares of such amount as is specified in the resolution;
- (2) consolidate and divide all or any of its authorised share capital into shares of larger amount than its existing shares;
- (3) subdivide all or any of its shares into shares of smaller amount than is fixed by the memorandum but so that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each such share of a smaller amount is the same as it was in the case of the share from which the share of a smaller amount is derived, and
- (4) cancel shares that, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person or have been forfeited and reduce its authorised share capital by the amount of the shares so cancelled.

41. Issue price

The directors may allot place under offer or option or otherwise dispose of all or any of the original shares for the time being unissued and any new shares from time to time to be created upon or subject to such terms and conditions and with and subject to such rights privileges disabilities or conditions as a meeting from time to time determines and at such price (including at a premium or at a discount) as the board thinks fit.

42. Reduction of capital

Subject to the Law, the Company may, by special resolution or such other resolution as is permitted by the Law, reduce its share capital, any capital redemption reserve fund or any share premium account.

43. Calling General Meetings

Any director may call a meeting (but not the annual general meeting) of the Company's members at such time and place as the director may determine.

44. General Meeting

- (1) The board may, but need not, call a general meeting of members to be held in each calendar year at such time and place as may be determined by the board.

- (2) The general meetings referred to in Rule 44(1) shall be called the annual general meetings; all other general meetings shall be called general meetings.
- (3) Subject to the provisions of the Law relating to special resolutions, 21 days' notice at the least of the general meeting (exclusive of the day on which the notice is served or deemed to be served but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are under this Constitution entitled to receive such notices from the Company.
- (4) All business shall be deemed special that is transacted at a general meeting and all business shall be deemed to be special that is transacted at an annual general meeting, with the exception of the consideration of accounts, balance sheets, report of the Directors and auditors prescribed by the Law, the election of Directors and other officers in the place of those retiring by rotation and the fixing of the remuneration of the auditors.
- (5) The accidental omission of a meeting to or the non-receipt of notice of a meeting by any Member shall not invalidate the proceedings at any meeting.

45. Proceedings at General Meetings

- (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (2)
 - (i) Where the Company has one member, the quorum for a meeting of a company's members is one member.
 - (ii) Where the Company has two or more members, the quorum for a meeting of a company's members is two members and the quorum must be present at all times during the meeting.
- (3) In determining whether a quorum is present, count individuals attending as proxies or body corporate representatives. However, if a member has appointed more than one proxy or representative, count only one of them. If an individual is attending both as a member and as a proxy or body corporate representative, count them only once.

46. Resolutions Without Meetings

- (1) The Company may pass a resolution (including a resolution which may otherwise be passed at the annual general meeting) without a general meeting being held if all the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Each member of a joint membership must sign.
- (2) Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- (3) The resolution is passed when the last member signs.

47. Adjournment through lack of quorum

- (1) A meeting of the company's members that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of the meeting is adjourned to the date, time and place the directors specify. If the directors do not specify 1 or more of those things, the meeting is adjourned to:
 - (i) if the date is not specified – the same day in the next week; and
 - (ii) if the time is not specified – the same time; and

(iii) if the place is not specified – the same place.

- (2) If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting is dissolved.

48. Chairman of general meetings

- (1) The directors may elect an individual to chair meetings of the Company's members.
- (2) The directors at a meeting of the Company's members must elect an individual present to chair the meeting (or part of it) if an individual has not already been elected by the directors to chair it or, having been elected, is not available to chair it, or declines to act, for the meeting (or part of the meeting).
- (3) The members at a meeting of the Company's members must elect a member present to chair the meeting (or part of it) if:
 - (i) a chair has not previously been elected as provided by the directors to chair the meeting; or
 - (ii) a previously elected chair is not available, or declines to act, for the meeting (or part of the meeting).
- (4) The chair must adjourn a meeting of the Company's members if the members present with a majority of votes at the meeting agree or direct that the chair must do so.

49. Adjournment by meeting

- (1) The chairman may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but only unfinished business is to be transacted at a meeting resumed after an adjournment.
- (2) When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for one month or more.
- (3) Except as provided by Rule 49(2), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

50. Voting at general meetings

- (1) If the Company is a proprietary company with a single member and the member makes a written record of his decision to a particular effect, the recording of the decision is to be treated as a passing of a resolution to that particular effect by the members.
- (2) At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - (i) by the chairman; or
 - (ii) by at least three members present in person or by proxy; or
 - (iii) by a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
 - (iv) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.
- (3) Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing

the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- (4) The demand for a poll may be withdrawn.

51. Poll

- (1) A poll demanded on a matter other than the election of a chair or the question of an adjournment must be taken when and in the manner the chair directs.
- (2) A poll on the election of a chair or on the question of an adjournment must be taken immediately.

52. Casting vote

In the case of an equality of votes the chairman of the meeting shall not have a second or casting vote.

53. Voting rights

- (1) Subject to any rights or restrictions attached to any class of shares, at a meeting of members of a company with share capital:
- (i) on a show of hands, each member has one vote; and
 - (ii) on a poll, each member has one vote for each share they hold.
- (2) A member of a company who is entitled to attend and cast a vote at a meeting of the company's members may appoint a person as the member's proxy to attend and vote for the member at the meeting
- (3) The appointment may specify the proportion or number of votes that the proxy may exercise.
- (4) Each member may appoint a proxy. If the member is entitled to cast two or more votes at the meeting, he may appoint two proxies. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
- (5) The Company may disregard any fractions of votes resulting from the application of Rule 53(3) or 53(4).

54. Rights of joint holders

If a share is held jointly and more than one member votes in respect of that share, only the vote of a member whose name appears first in the register of members counts.

55. Member of unsound mind

If a member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health, his committee or trustee or such other person as properly has the management of his estate may exercise any rights of the member in relation to a general meeting as if the committee, trustee or other person were the member.

56. Only holders of shares on which all calls have been paid may vote

A member is not entitled to vote at a general meeting unless all calls and other sums presently payable by him in respect of shares in the Company have been paid.

57. Challenges to member's right to vote

A challenge to a right to vote at a meeting of a Company's members:

- (1) may be made only at the meeting; and
- (2) must be determined by the chairman, whose decision is final.

58. Proxies

- (1) An instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a body corporate, either under seal or under the hand of an officer or attorney duly authorised.
- (2) An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote in the resolution except as specified in the instrument.
- (3) An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (4) An instrument appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:

RAW MOBILITY PTY LTD ACN 140 679 269

I/We, _____, of _____, being a member/members of the abovenamed Company, hereby appoint _____ of _____ or, in his absence _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the

*annual general

*general

meeting of the Company to be held on the _____ day of _____ 20____ and at any adjournment of that meeting.

* in favour of

+This form is to be used _____ the resolution.

* against

Signed this _____ day of _____ 20____

*Strike out whichever is not desired.

+To be inserted if desired.

59. Lodgement of proxies

An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, at the registered office of the Company or at such other place in Australia as is specified for that purpose in the notice convening the meeting.

60. Invalidity of proxies

Unless the Company has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:

- (1) the appointing member dies; or
- (2) the member is mentally incapacitated; or
- (3) the member revokes the proxy's appointment; or
- (4) the member revokes the authority under which the proxy was appointed by a third party; or

- (5) the member transfers the share in respect of which the proxy was given.

61. Appointment, removal and remuneration of Directors

- (1) The first director(s) shall be as appointed in the Form 201.
- (2) Subject to Rule 62 the Company may appoint a person as a director by a resolution of members.
- (3) The Company may remove a person as a director by a resolution of members.

62. Number of directors

The Company may by a resolution of members increase or reduce the number of directors, but at no time shall the number of directors be less than one.

63. Maximum number of directors

Until the Company by a resolution of members increases or reduces the number of directors pursuant to Rule 62, the number of directors shall be not more than but may be less than six.

64. Appointment of directors

- (1) The directors may at any time appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors does not at any time exceed the number determined in accordance with this Constitution.
- (2) A director shall continue to hold office until he dies, resigns, his office becomes vacant by virtue of the Law, or his office is vacated pursuant to Rule 68.

65. Power of directors to act where no quorum

- (1) The directors of a company may appoint a person as a director in order to make up a quorum for a directors' meeting where the total number of directors of the Company is not enough to make up that quorum.
- (2) If a person is appointed under this section as a director of a proprietary company, the company must confirm the appointment by resolution of members within six months of the appointment. If the appointment is not confirmed within that time, the person ceases to be a director of the Company at the expiration of the six month period.

66. Remuneration of directors

- (1) The directors shall be paid such remuneration as is from time to time determined by the Company in general meeting.
- (2) That remuneration shall be deemed to accrue from day to day.
- (3) The Company may also pay the director's travelling and other expenses that they properly incur:
- (i) in attending directors' meetings or any meetings of committees of directors; and
 - (ii) in attending any general meetings of the company; and
 - (iii) in connection with the company's business.

67. Shareholding qualification

A director need not hold any shares in the Company.

68. Vacancy in office of director

In addition to the circumstances in which the office of a director becomes vacant by virtue of the Law, the office of a director becomes vacant if the director:

- (1) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (2) resigns as a director of the Company by giving a written notice of resignation to the Company at its registered office;
- (3) is absent without the consent of the directors from meetings of the directors held during a period of six months.

69. Director's representative

- (1) Any director may be represented at meetings of the directors and otherwise act in the duties of his office by a duly authorised attorney under power who need not be a member of the Company.
- (2) Every Power of Attorney authorising an attorney to act for a director shall be deposited at the office of the Company together with such evidence of the due execution thereof as the directors may require not less than one day before the attorney becomes entitled to act under it.
- (3) Every attorney so appointed shall cease to be capable of acting if and when the director who appointed him vacates office as a director or revokes the appointment.
- (4) Every attorney so appointed so long as his appointment continues shall be entitled to exercise all the powers and discretions of the director who appointed him.

70. Powers and duties of directors

- (1) The business of the Company is to be managed by or under the direction of the directors.
- (2) The directors may exercise all the powers of the Company except any powers that the Law or this Constitution (if any) requires the Company to exercise in general meeting.
- (3) Without limiting the generally of Rule 70(1) and 70(2), the directors may exercise all the powers of the company to borrow money, to charge any property or business of the company or all or any of its uncalled capital and to issue debentures or give any other security for a debt, liability or obligation of the company or of any other person.
- (4) Where the Company is a wholly owned subsidiary of another Company, but always subject to the Law, a Director may act in the best interests of the Company's holding company although it may not be in the best interests of the Company.

71. Appointment of attorney

- (1) The directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the directors), for such period and subject to such conditions as they think fit.
- (2) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the directors think fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him.

72. Two directors to sign

- (1) Any two directors if the Company has two or more directors, or the director if the Company has only one director, may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- (2) The directors may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

73. Proceedings of Directors

- (1) The directors may meet together for the despatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (2) A director's meeting may be called by a director giving reasonable notice individually to every other director.
- (3) A director who has appointed an alternate director may ask for the notice to be sent to the alternate director.

74. Board resolutions

- (1) If the Company is a proprietary company with a single director and the single director makes a written record of his decision to a particular effect, the recording of the decision is to be treated as a passing of a resolution to that particular effect by the directors. Recording and signing the declaration satisfies any requirement in the Law that the declaration be made at a directors' meeting.
- (2) Subject to this Constitution, a resolution of the directors must be passed by majority of the votes cast by directors entitled to vote on the resolution.
- (3) In case of an equality of votes, the chairman of the meeting shall not have a second or casting vote.

75. Circulating Resolution Where Company Has More Than One Director

- (1) If the Company has two or more directors:
 - (i) The directors of the Company may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
 - (ii) Separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.
 - (iii) The resolution is passed when the last director signs.
- (2) A directors' meeting may be called or held using any technology. A director refuse to use the technology provided he notifies the company of his refusal within a reasonable period before the meeting.

76. Director's interest

- (1) If a director of a the Company has an interest in a contract or proposed contract with the Company (other than as a member) and the director discloses the nature and extent of the interest at a meeting of the directors:
 - (i) the director may vote on whether the Company enters into the contract; and
 - (ii) the contract may be entered into; and
 - (iii) the director may vote on matters involving the contract; and
 - (iv) if the disclosure is made before the contract is entered into:

- (A) the director may retain benefits under the contract even though the director has an interest in the contract; and
 - (B) the Company cannot avoid the contract merely because of the existence of the interest.
- (2) The requirement of Rule 75(1)(1) do not apply in respect of an interest of a director of a Company that consists only of being a member or creditor of a corporation that is interest in a contract or proposed contract with the Company if the interest of the director may properly be regarded as not being a material interest.
- (3) A director of a company shall not be taken to be, or to have been at any time, interested in a contract or proposed contract merely because:
 - (i) where the contract or proposed contract related to a loan to the company – the director has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan; or
 - (ii) where the contract or proposed contract has been or will be made with or for the benefit of or on behalf of a body corporate that is related to the company – the director is a director of that body corporate.
- (4) Rule 75(1)(3) has effect not only for the purposes of this Law but also for the purposes of any rule of law, but does not affect the operation of any provision in the constitution of the Company.
- (5) For the purposes of Rule 75(1)(1), a general notice given to the directors of the Company by a director to the effect that the director is an officer or member of a specified body corporate or a member of a specified firm and is to be regarded as interested in any contract that may, after the date of the notice, be made with that body corporate or firm shall be deemed to be a sufficient declaration of interest in relation to any contract so made or proposed to be made if:
 - (i) the notice states the nature and extent of the director's interest in the body corporate or firm;
 - (ii) when the question confirming or entering into the contract is first taken into consideration, the extent of the director's interest in the body corporate or firm is not greater than is stated in the notice; and
 - (iii) the notice is given at a meeting of the directors or the director takes reasonable steps to ensure that it is brought up and read at the next meeting of the director after it is given.

77. Alternate director

- (1) A director may, with the approval of the other directors, appoint a person (whether a member of the Company or not) to be an alternate director in his place during such period as he thinks fit.
- (2) An alternate director is entitled to notice of meetings of the directors and, if the appointor is not present at such a meeting, is entitled to attend and vote in his stead.
- (3) An alternate director may exercise any powers that the appointor may exercise and the exercise of any such power by the alternate director shall be deemed to be the exercise of the power by the appointor.
- (4) An alternate director is not required to have any share qualification.
- (5) The appointment of an alternate director may be terminated at any time by the appointor notwithstanding that the period of the appointment of the

alternate director has not expired, and terminates in any event if the appointor vacates office as a director.

- (6) An appointment, or the termination of an appointment, of an alternate director shall be effected by a notice in writing signed by the director who makes or made the appointment and served on the Company.

78. Quorum of board for meetings

Unless the directors determine otherwise a quorum for a directors meeting where:

- (1) the Company has only one director is one; and
- (2) the Company has two or more directors is two.

79. Chairman of the board

- (1) The director may elect a director to chair their meetings. The directors may determine the period for which the director is to be the chair.
- (2) The directors must elect a director present to chair a meeting, or part of it, if:
 - (i) a director has not already been elected to chair the meeting; or
 - (ii) a previously elected chair is not available or declines to act, for the meeting or the part of the meeting.

80. Board committees

- (1) The directors may delegate any of their powers to a committee of directors.
- (2) A committee must exercise the powers delegated to it in accordance with any directions of the directors. The effect of the committee exercising a power in this way is the same if the directors exercised it.

81. Defect in appointment of directors

All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director are, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a director or a member of the committee, or to act as, a director, or that a person so appointed was disqualified, as valid as if the person had been duly appointed and was qualified to be a director or to be a member of the committee.

82. Managing director

- (1) The directors may appoint one or more of themselves to the office of managing director of the Company for the period, and on the terms (including as to remuneration), as the directors see fit.
- (2) A director's appointment as managing director automatically terminates if he ceases from any cause to be a director.

83. Secretary

The directors may appoint a company secretary. A secretary holds office on the terms and condition (including as to remuneration) that the directors determine.

84. Execution of documents

- (1) The Company may execute a document without using a common seal if the document is signed by:
 - (i) two directors of the Company; or
 - (ii) a director and a company secretary of the Company; or
 - (iii) where the Company has a sole director who is also the sole company secretary, that director.

- (2) Where the Company has a common seal, it may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by:
 - (i) two directors of the Company; or
 - (ii) a director and a company secretary of the Company; or
 - (iii) where the Company has a sole director who is also the sole company secretary, that director.
- (3) Where the Company has a seal, the directors shall provide for its safe custody.
- (4) The seal shall only be used by the authority of the directors, or of a committee of directors empowered by the directors to authorise the use of the seal.
- (5) The Company may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with Rule 84(1) or Rule 84(2).

85. Inspection of records

The directors of the Company, or the Company by a resolution of members, may authorise a member to inspect books of the Company.

86. Dividends and reserves

- (1) Subject to the terms on which shares in the Company are on issue, the directors may pay dividends as they see fit.
- (2) The directors may determine that a dividend is payable and fix:
 - (i) the amount; and
 - (ii) the time for payment; and
 - (iii) the method of payment.

The methods of payment may include the payment of cash, the issue of shares, the grant of options and the transfer of assets.

87. Interim dividends

The directors may authorise the payment by the Company to the members of such interim dividends as appear to the directors to be justified by the profits of the Company.

88. Interest

Interest is not payable on a dividend.

89. Reserves

- (1) The directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves, to be applied, at the discretion of the directors, for any purpose for which the profits of the Company may be properly applied.
- (2) Pending any such application, the reserves may, at the discretion of the directors, be used in the business of the Company or be invested in such investments as the directors think fit.
- (3) The directors may carry forward so much of the profits remaining as they consider ought not to be distributed as dividends without transferring those profits to a reserve.

90. Ranking of dividends

- (1) Subject to the rights of persons (if any) entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the

amounts paid or credited as paid on the shares in respect of which the dividends is paid.

- (2) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid, but, if any share is issued on terms providing that it will rank for dividend as from a particular date, that share ranks for dividend accordingly.
- (3) An amount paid or credited as paid on a share in advance of a call shall not be taken for the purposes of this Rule to be paid or credited as paid on the share.

91. Deductions to dividends

The directors may deduct from any dividend payable to a member all sums of money (if any) presently payable by him to the company on account of calls or otherwise in relation to shares in the company.

92. Payment of dividend in species

- (1) Any general meeting declaring a dividend may, by resolution, direct payment of the dividend wholly or partly by the distribution of specific assets, including paid up shares in, or debentures of, any other corporation, and the directors shall give effect to such a resolution.
- (2) Where a difficulty arises in regard to such a distribution, the directors may settle the matter as they consider expedient and fix the value for distribution of the specific assets or any part of those assets and may determine that cash payments will be made to any members on the basis of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as the directors consider expedient.

93. Payment of dividends

- (1) Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque sent through the post directed to:
 - (i) the address of the holder as shown in the register of members, or in the case of joint holders, to the address shown in the register of members as the address of the joint holder just first named in that register, or
 - (ii) to such other address as the holder or joint holders in writing directs or direct.
- (2) Any one of two or more joint holders may give effective receipts for any dividends, interest or other money payable in respect of the shares held by them as joint holders.

94. Capitalisation of profits

The Company may capitalise profits. The capitalisation need not be accompanied by the issue of shares.

95. Notices

- (1) Written notice of a meeting of the Company's members must be given individually to each members entitled to vote at the meeting and to each director. If a share is held jointly, notice need only be given to one of the members.
- (2) Notice to joint members must be given to the joint member named first in the register of members.
- (3) The Company may give the notice of a meeting to a member:

- (i) personally; or
 - (ii) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
 - (iii) by sending it to the fax number; or
 - (iv) electronic address (if any) nominated by the members.
- (4) A notice of meeting sent by post is taken to be given three days after it is posted; a notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.

96. Form of notice

- (1) Notice of every general meeting shall be given in the manner authorised by Rule 95 to:
- (i) every member;
 - (ii) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting, and
 - (iii) the auditor for the time being of the Company.
- (2) No other person is entitled to receive notices of general meetings.

97. Winding up

- (1) If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the members in kind the whole or any part of the property of the Company and may for that purpose set such value as he considers fair upon any property to be so divided and may determine how the division is to be carried out as between the members or different classes of members.
- (2) The liquidator may, with the sanction of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no member is compelled to accept any shares or other securities in respect of which there is any liability.

98. Indemnity

Every officer, auditor or agent of the Company shall be indemnified out of the property of the Company against any liability incurred by him in his capacity as officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is under the Law granted to him by the Court.

99. Loans to Members

In the absence of any written agreement to the contrary, where the Company lends money to a member, it shall do so on the following terms:

- (1) Interest
- (i) in respect of each loan is calculated on a daily basis from and including the first day of the Financial Year next commencing after the day on which the loan was made until and including the day on which the loan is repaid in full;
 - (ii) is charged in respect of each loan at the Benchmark interest rate prescribed by section 109N(2) *Income Tax Assessment Act 1936*;

- (iii) is payable by the member on demand by the Company, but if no demand is made, interest in respect of each Financial Year must be paid at or prior to the end of the Financial Year;
- (iv) payable in each Financial Year will be calculated by the Company as soon as possible after the information required to determine the Benchmark interest rate is available for that Financial Year.

(2) Repayment

- (i) must be made in accordance with section 109E *Income Tax Assessment Act* 1936 regardless of whether the Company makes a demand for repayment in each Financial Year (except the Financial Year in which the loan was first made);
- (ii) in full of the loan, together with any accrued interest, must be made on or prior to the last day of the maximum term as set out in section 109N(3) *Income Tax Assessment Act* 1936.

100. Company as Trustee of a Superannuation Fund

Notwithstanding anything contained in this Constitution to the contrary, while the company acts solely as a trustee of a Superannuation Fund it shall be prohibited from distributing its income or property to its members.

101. Interpretation

- (1) In this Constitution:
 - "**Directors**" where the Company has only one director, shall mean that director;
 - "**Financial Year**" means each period of 12 months adopted as the Company's year of income for tax purposes provided that where a loan is made during any current year, the first financial year in respect of a loan will be from the date of the advance to the end of the current year for tax purposes;
 - "**Law**" means the *Corporations Act 2001*;
 - "**Rule**" means a provision of this Constitution;
 - "**Seal**" means the common seal of the Company and includes any official seal of the Company;
 - "**Secretary**" means any person appointed to perform the duties of a secretary of the Company.
- (2) Division 10 of Part 1.2 of the *Corporations Act 2001* applies in relation to these rules as if they were an instrument made under that Law as in force on the day when these rules become binding on the Company.
- (3) Except so far as the contrary intention appears in these regulations, an expression has, in a provision of these rules that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.
- (4) Headings used in this Constitution are for ease of reference only and do not bear upon the interpretation of the Constitution.

102. Exclusion of Replaceable Rules

The replaceable rules contained in the *Corporations Act 2001* which would otherwise apply to the Company are, to the extent of any inconsistency, displaced by the Rules set out in this document which is the Constitution of the Company.

ADOPTION OF CONSTITUTION

The following person/s being all of the persons who have consented to become members; and/or who are the members; of the Company agree to adopt the terms of this Constitution as the Constitution of the Company.

DATED: 20 NOVEMBER 2009

NAME & ADDRESS:**SIGNATURE:**

Name: Merle Want
Address: 14 Tambet Street
BENTLEIGH EAST VIC 3165



WITNESS:

Name: Matthew Cachia
Address: 30 The Avenue
CAROLINE SPRINGS VIC 3023

